

RECORDATION NO. 22846-M FILED

OCT 31 '12 -3 33 PM

SURFACE TRANSPORTATION BOARD

VIA UPS NEXT DAY AIR

October 26, 2012

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575

Fax 847.318.7588

www.firstunionrail.com

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated October 25, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease evidencing such lease Equipment which were duly filed at the Surface Transportation Board under primary Recordation Number 22846 and secondary recordation numbers 22846-A through 22846-L.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Albany & Eastern Railroad Company
110 Industrial Way
Lebanon, OR 97355

The enclosed document is for one hundred fifty-seven (157) flat cars and one hundred (100) box cars (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

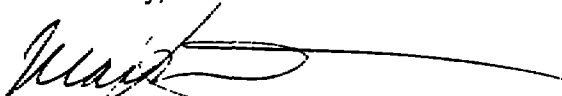
A short summary of the document to appear in the index follows:

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(AERC006, 008-010, 012-014, 016-017, 025-027, 029)

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MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of October 25, 2012, made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of April 7, 1999 and each of Rider Numbers 5, 8, 9, 10, 12, 13, 14, 16, 17, 24, 25, 26, and 28 (collectively, the "Lease"), between Lessor and Albany & Eastern Railroad Company, (the "Lessee"), an Oregon corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described on Exhibit A attached hereto; and

WHEREAS, Lessor and Lessee entered into certain Memoranda of Lease, evidencing the above-described Lease of such Equipment, which were filed at the Surface Transportation Board on March 27, 2000 under primary Recordation Number 22846; followed by secondary recordation filings on October 17, 2000, December 27, 2000; February 27, 2001; March 22, 2001; September 18, 2001, November 30, 2001, November 25, 2002; November 10, 2004 and December 15, 2005, and having Recordation Numbers 22846-A through 22846-I., respectively, more specifically identified on Exhibit A; and

WHEREAS, the Lease has expired and the Equipment is no longer subject to the Lease

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt which is hereby acknowledged, Lessor wishes to clarify the public record and state as follows:

1. This Memorandum serves as Lessor's notice that the Equipment listed on the attached Exhibit A, as evidenced by the Memorandum of Lease filed with the Surface Transportation Board, have been terminated in all respects.
2. All of the interests of the Lessee, its successors and assigns, in the Equipment listed on the attached Exhibit A arising pursuant to the Lease have been terminated
3. Lessor wishes to record this Memorandum of Lease Termination so as to release the lien with respect to the Equipment.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, Lessor has caused this Memorandum to be duly executed by its respective officer duly authorized as of the date and year first above written, that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation

LESSOR:

FIRST UNION RAIL CORPORATION

Name Richard F Seymour

Title: Vice President Sales & Marketing

Signature: Richard F. Seymour

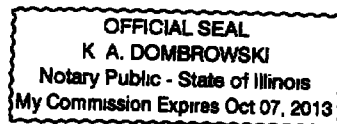
STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

The foregoing Memorandum of Lease Termination was acknowledged before me, the undersigned Notary Public, in the County of Cook this 25th day of October, 2012 by Richard F Seymour, as Vice President Sales & Marketing of FIRST UNION RAIL CORPORATION.

K. A. Dombrowski
Notary Public

My commission expires: 10/7/2013

[Notarial Seal]



**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

Rider No. 5 - Recordation No. 22846 filed on March 27, 2000

NUMBER OF CARS Twenty-two (22)
DESCRIPTION OF CARS: 60' Centerbeam Flat Cars
CAR NUMBERS: AERC 6000 – AERC 6021, inclusive

Rider No. 8 - Recordation No. 22846-F filed on September 18, 2001

NUMBER OF CARS: Forty-eight (48)
DESCRIPTION OF CARS: Box Cars
CAR NUMBERS: AERC 5100 – AERC 5147, inclusive

Rider No. 9 - Recordation No. 22846-A filed on October 17, 2000

NUMBER OF CARS: Ten (10)
DESCRIPTION OF CARS 73" Centerbeam Flat Cars
CAR NUMBERS: AERC 7390 – AERC 7399, inclusive

Rider No. 10 - Recordation No. 22846-B filed on December 27, 2000

NUMBER OF CARS. Ten (10)
DESCRIPTION OF CARS 73' Centerbeam Flat Cars
CAR NUMBERS: AERC 7400 – AERC 7409, inclusive

Rider No. 12 - Recordation No. 22846-C filed on February 27, 2001

NUMBER OF CARS: Twenty-two (22)
DESCRIPTION OF CARS. 60' Centerbeam Flat Cars
CAR NUMBERS: AERC 6000 – AERC 6021, inclusive

**EXHIBIT A
TO
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Rider No. 13 – Recordation No. 22846-D filed on March 22, 2001

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars

CAR NUMBERS:

AERC 2001	AERC 2069
AERC 2016	AERC 2076
AERC 2020	AERC 2081
AERC 2031	AERC 2085
AERC 2033	AERC 2086
AERC 2042	AERC 2087
AERC 2051	AERC 2088
AERC 2058	AERC 2091
AERC 2060	AERC 2093
AERC 2062	AERC 2098

Rider No. 14 – Recordation No. 22846-E filed on September 18, 2001

NUMBER OF CARS: Nineteen (19)

DESCRIPTION OF CARS: 71' Centerbeam Flat Cars

CAR NUMBERS:

NOKL 729001	NOKL 729075
NOKL 729006	NOKL 729078
NOKL 729008	NOKL 729079
NOKL 729010	NOKL 729082
NOKL 729011	NOKL 729090
NOKL 729034	NOKL 729092
NOKL 729038	NOKL 729111
NOKL 729043	NOKL 729117
NOKL 729053	NOKL 729119
NOKL 729054	

Rider No. 16 – Recordation No. 22846-G filed on November 30, 2001

NUMBER OF CARS: Nine (9)

DESCRIPTION OF CARS: Box Cars

CAR NUMBERS: AERC 5050 – AERC 5058, inclusive

**EXHIBIT A
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Rider No. 17 – Recordation No. 22846-H filed on November 22, 2002

NUMBER OF CARS Twenty-five (25)

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars

CAR NUMBERS.	NOKL 732505	NOKL 732572	NOKL 732611
	NOKL 732514	NOKL 732581	NOKL 732633
	NOKL 732520	NOKL 732586	NOKL 732638
	NOKL 732523	NOKL 732589	NOKL 732640
	NOKL 732533	NOKL 732593	NOKL 732645
	NOKL 732536	NOKL 732594	NOKL 732648
	NOKL 732546	NOKL 732597	NOKL 732653
	NOKL 732561	NOKL 732603	
	NOKL 732569	NOKL 732610	

Rider No. 24 – Recordation No. 22846-I filed on November 10, 2004

NUMBER OF CARS Thirty (30)

DESCRIPTION OF CARS: Box Cars

CAR NUMBERS: AERC 5201 – AERC 5230, inclusive

Rider No. 25 – Recordation No. 22846-J filed on November 10, 2004

NUMBER OF CARS. Thirteen (13)

DESCRIPTION OF CARS: Box Cars

CAR NUMBERS: AERC 5148 - AERC 5160, inclusive

Rider No. 26 – Recordation No. 22846-K filed on December 15, 2005

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars

CAR NUMBERS: AERC 735500 – AERC 735549, inclusive

**EXHIBIT A
TO
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Rider No. 28 – Recordation No. 22846-L filed December 15, 2005

NUMBER OF CARS: Twenty-six (26)

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars

CAR NUMBERS:	NOKL 732505	NOKL 732569	NOKL 732610
	NOKL 732514	NOKL 732572	NOKL 732611
	NOKL 732520	NOKL 732581	NOKL 732633
	NOKL 732523	NOKL 732586	NOKL 732638
	NOKL 732533	NOKL 732589	NOKL 732640
	NOKL 732536	NOKL 732593	NOKL 732645
	NOKL 732540	NOKL 732594	NOKL 732648
	NOKL 732546	NOKL 732597	NOKL 732653
	NOKL 732561	NOKL 732603	